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**FILED DISTRICT COURT**  
Third Judicial District

**JUN 22 2005**

SALT LAKE COUNTY

By [Signature] Deputy Clerk

Attorneys for the State of Utah

IN THE THIRD JUDICIAL DISTRICT COURT IN AND FOR  
SALT LAKE COUNTY, STATE OF UTAH

IN THE MATTER OF	)	ORDER GRANTING UTAH ATTORNEY
THE UNITED EFFORT PLAN TRUST,	)	GENERAL'S PETITION FOR (i)
(Dated November 9, 1942,	)	REMOVAL OF CURRENT TRUSTEES
Amended April 10, 1946, and	)	(ii) THE SUSPENSION OF THE
Amended and Restated on	)	CURRENT TRUSTEES; (iii) AN
November 3, 1998); and its,	)	INVENTORY, ACCOUNTING AND
TRUSTEES, including	)	FINAL REPORT OF THE
known trustees TRUMAN BARLOW	)	CURRENT TRUSTEES; (iv) THE
WARREN JEFFS, LEROY JEFFS,	)	APPOINTMENT OF A SPECIAL
WINSTON BLACKMORE, JAMES	)	FIDUCIARY; (v) A HEARING FOR
ZITTING and WILLIAM E. JESSOP	)	THE APPOINTMENT OF NEW
a/k/a WILLIAM E. TIMPSON and	)	TRUSTEES PROPOSED BY
DOE TRUSTEES I THROUGH IX.	)	INTERESTED PARTIES; (iv)
	)	SPECIAL NOTICE FOR HEARINGS
	)	
	)	Civil No. 053900848
	)	
	)	Judge Deno Himonas

This matter came before the Court on two separate Petitions regarding the United Effort Plant Trust (the "Trust"). The first petition, filed by Mark L. Shurtleff, Attorney General of the State of Utah, seeks (i) the removal of current trustees; (ii)

the suspension of the current trustees; (iii) an inventory, accounting and final report of the current trustees; (iv) the appointment of a special fiduciary; (v) a hearing for the appointment of new trustees; and (vi) special notice for hearing.

The second petition, filed by Richard L. Holm, John W. Nielsen and Merril T. Stubbs ("Private Beneficiary Petitioners"), seeks substantially the same relief as that requested in the first Petition. The Attorney General of the State of Arizona has filed a Motion to Intervene as an Interested Party. Richard Jessop Ream and others have filed a Notice of Interested Parties and Response to Petitions.

No objection has been filed. No trustees have appeared in opposition. Winston Blackmore, a trustee appointed by previous UEP Trust President Leroy Johnson, has responded to process, attended hearings and filed an affidavit in this matter. The current status of Mr. Blackmore as a trustee is unclear.

The Court finds that the named trustees have been served the petition personally or through substitute service. Additionally, pursuant to this Court's previous order, unknown interested parties, including beneficiaries and trustees, have been noticed of this hearing and the petition by publication.

The Court has previously issued a preliminary injunction appointing a special fiduciary on a limited basis and suspending the trustees.

Based upon the petition, the evidence submitted at the preliminary injunction hearing and the affidavits on file, the Court finds:

(i) it has jurisdiction over this matter in probate pursuant to Utah Code Ann. §§ 75-7-201(c), 75-1-302(1)(c); 75-1-301(5);

(ii) the Petitioners have standing for the relief requested;

(iii) the Private Beneficiary Petitioners do not object to the Court's ruling separately on the Attorney General's petition but reserve the right to seek relief pursuant to their petition at a later date, if necessary.

(iv) the trustees have committed breaches of trust by failing to protect trust property, defend claims against the trust, administer the trust with reasonable care and caution, account, segregate the assets between charitable and private beneficiaries, and appear before this Court;

(v) cause exists to remove the trustees under Utah Code Ann. § 75-7-706;

(vi) the suspension of the trustees until the appointment of

new trustees is warranted under Utah Code Ann. § 75-7-1001;

(vii) the trustees should file an inventory, accounting, and final report of their administration; and

(viii) a special fiduciary should be appointed under Utah Code Ann. § 75-7-1001.

NOW THEREFORE, IT IS ORDERED that:

1. An evidentiary hearing is to be held on July 21, 2005 at 10:00 a.m., before Judge Deno Himonas, 450 South State Street, Salt Lake City, Utah, to appoint new trustees or in the case suitable trustees are not proposed, to establish a procedure to approve trustees and/or expand the role of the special fiduciary. Interested parties shall propose trustees to the Court at least ten days prior to this hearing. Notice of this hearing or any hearing related to the petition and the relief ordered herein shall be made in accordance with Utah Code Ann. § 75-1-401 and as ordered by this Court in its Ex-parte Order Granting Request for Special Notice for Hearing and shall reflect the following:

Notice is hereby given that on July 21, 2005, 10:00 a.m., the Court shall conduct a hearing to appoint trustees, or in the event suitable trustees are not proposed, to establish a procedure to name trustees and/or expand the role of the special fiduciary. Interested parties shall propose trustees by filing a petition with the Court 10 days prior to the hearing and provide notice as ordered by the Court.

An interested party proposing new trustees shall provide notice of his proposed trustees in this same manner.

2. The current trustees shall be removed upon the appointment of new trustees at the above scheduled hearing.

3. Until the appointment of new trustees, the current trustees are suspended and enjoined from conducting any activity on behalf of the Trust or its property, except as necessary to maintain and protect the Trust and its property as it was constituted prior to the filing of the petition and to facilitate the transfer of trust administration to the special fiduciary and the new trustees.

4. The current trustees shall prepare an inventory, accounting and final report of their administration to be filed with the Court on or before the date set forth above for the appointment of new trustees. The suspension and removal of the current trustees does not relieve them of their fiduciary duties to account as ordered herein. The filing of an inventory, accounting and final report shall not alter the Court's ruling to remove the current trustees upon the appointment of new trustees.

5. The current trustees shall deliver all records, documents and property of the Trust to the special fiduciary by

July 21, 2005 and shall cooperate in providing information about the Trust as requested by the special fiduciary. The suspension and removal of the current trustees does not relieve them of their duties.

6. Upon appointment, the new trustees shall not distribute Trust property to beneficiaries nor settle any claims made against the Trust without Court approval.

7. Bruce Wisan is appointed as special fiduciary on a limited basis without bond to preserve, trace and recover the property or proceeds identified in the Fraudulent Transfer Action filed in the Fifth Judicial District Court, (Case No. 050500723).

8. The special fiduciary is also authorized to investigate and take inventory of all Trust property, including the authority to (a) subpoena witnesses and records, (b) obtain title search reports, and (c) take such further action necessary to determine the nature and status of all Trust holdings. The responsibility to investigate and take inventory is subject to and limited by the availability of funds in the Trust estate to reimburse the special fiduciary for the costs, fees and other Court approved expenses incurred by the special fiduciary and his attorneys.

9. The special fiduciary may request permission from the



Court or the new trustees to file actions to recover or protect Trust property in addition to the property identified in paragraph 7 of this Order. The responsibility to file such additional actions is subject to and limited by the availability of funds in the Trust estate to reimburse the special fiduciary for the costs, fees and other Court approved expenses incurred by the special fiduciary and his attorneys.

10. The special fiduciary may request Court approval to sell, rent or otherwise dispose of Trust property for the purpose of funding the administration of the Trust pursuant to the authority granted by this Court.

11. The special fiduciary is authorized to file all actions necessary to recover trust property by filing in Salt Lake County on behalf of the Trust as permitted under Utah Code Ann. § 75-7-205.

12. Once new trustees accept appointment, authority for all matters relating to the Trust not specifically retained by the special fiduciary shall be vested in the new trustees.

13. The payment of the fees and costs of the special fiduciary are authorized as an administrative claim under Utah Code Ann. § 75-7-511.

14. The authorized fees and costs include the fees of the special fiduciary at \$205.00 per hour, the accounting services that may be provided by his accounting firm at its standard rate, and the fees and costs of his attorneys, including his current attorneys consisting of the firm Callister Nebeker & McCullough (specifically Jeffery L. Shields and Mark L. Callister).

15. The authorized fees and costs also include those incurred by the special fiduciary and his attorneys in preparing for the appointment as allowed by Utah Code Ann. § 75-7-1004(1).

16. All fees and costs of the special fiduciary, members of his accounting firm, and his attorneys must be approved by the Court.


17. The authority of the special fiduciary may be expanded by petition to the Court or without petition by direction of the new trustees. The new trustees shall have no power to limit the scope or authority of the special fiduciary as ordered herein.

18. The special fiduciary and his attorneys may withdraw from this interim appointment for any reason after notice and order of the Court. In addition, the Court, upon petition by the new trustees, may relieve the special fiduciary of his responsibilities after notice and a hearing.

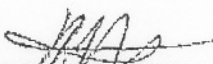


19. The special fiduciary is authorized to accept donations to the Trust for purposes of the payment of his costs. The special fiduciary is not precluded from accepting donations from interested parties, including beneficiaries and the plaintiffs in the tort actions Jeffs v. Jeffs, Case No. 040915857 and Ream V. Jeffs, Case No. 040918237.

Dated this 22 day of June, 2005.

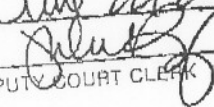
  
District Court Judge

Approved by:

  
MARLENE MOHN  
Attorney for Private Beneficiary Petitioners,  
Richard L. Holm, John W. Nielsen, Merril T. Stubbs

I CERTIFY THAT THIS IS A TRUE COPY OF  
AN ORIGINAL DOCUMENT ON FILE IN THE  
THIRD DISTRICT COURT, SALT LAKE  
COUNTY, STATE OF UTAH.

DATE: June 22, 2005

  
DEPUTY COURT CLERK

